



## **Invitation of Shareholders in annual General Meeting**

The Limited company under the name «PAPAPANAGIOTOU Industrial Company and Agency» having the distinctive title «DROMEAS» (ARMA 11045/06/V/86/10).

According to the law and the statute, the BoD of the limited liability company under the name «PAPAPANAGIOTOU Industrial Company and Agency» having the distinctive title «DROMEAS » (hereinafter the Company) with the 27/05/2011 decision calls the shareholders of the company in Annual General Meeting, on 27/06/2011, Monday 12th at noon at the offices of the Company in Industrial Area of SERRES, GR 62121 - Municipal Section Lefkonas the Municipality of Serres, for discussion and decision making on the following topics:

1. Submission for approval of annual financial statements for the fiscal year 1.1 - 31.12.2010, with the reports of the Board and of auditors.
2. Release of the Board and the auditors from any responsibility for the fiscal year 1.1-31.12.2010
3. Election of auditors for the fiscal year 1.1-31.12.2011.
4. Approval of remuneration of board members for the year 1.1-31.12.2010
5. Preliminary approval of the remuneration of BoD for year 1.1-31.12.2011
6. Approval of contract between the company and person who falls under Article 23a of Codified 2190/1920.
7. Amendment of Articles 8, 9 and 10 of the Statute, in order to adapt them into the existing provisions of Law 2190/1920.

According to Article 26, paragraph 2b of Law 2190/1920, as amended by Article 3 of Law 3884/2010 and is in force, the Company should inform the Shareholders on the following:

### **A) Right to participate and vote.**

Each share has one vote. The General Meeting is entitled to participate as a shareholder who appears in the records of the «System Dematerialized Securities» of

Greek Exchanges SA; (G.E.SA) in which the securities of the Company are being held. The Proof of qualification as a shareholder is by presenting relevant certification of that agency or, alternatively, by direct electronic connection between the Company and the files of the agency. The status of shareholder must exist at the start of the fifth (5th) day before the day of the General Meeting of 27.6.2011, ie the 22.06.2011 (Record Date) and the relevant written or electronic verification of the shareholder status must reach the Company not later than 06.24.2011, namely the third (3rd) day before the meeting of the General Meeting. Against the Company is entitled to participate and vote in the General Meeting only he who bears the shareholder status at that Record Date. Failure to comply with the provisions of Article 28a of Codified 2190/1920, the shareholder participates in the General Meeting only after its permission. The exercise of these rights (to participate and vote) does not require the commitment of shares or of any other similar process, which limits the sale and transfer of shares during the interval between the Record Date and the General Meeting.

**B) Procedure for exercise voting right by proxy**

Each shareholder participates in the General Meeting and may vote either in person or by proxy. Any shareholder may appoint up to three (3) representatives. However, if the shareholder owns shares, which appear in more than one securities account, this restriction does not preclude the shareholder to appoint different representatives for the shares held in each Account in relation to the General Meeting. Representative acting on behalf of several shareholders may vote differently for each shareholder. The appointment and revocation of a proxy holder is by writing or by electronic means and communicated to the Company with the same types, at least three (3) days before the date appointed for the meeting. The proxy holder shall notify the Company before the General Meeting each specific event, which may be useful to shareholders for the risk assessment that the representative will serve interests other than the interests of the shareholder. For the purposes of this paragraph may be apparent conflict of interests, especially where the agent:

a) is a shareholder who has control of the Company or other legal person or entity which is controlled by such shareholder.

- b) is a board member or a member of the general administration of the Company or shareholder who has control of the Company, or other legal person or entity controlled by a shareholder who has control of the Company.
- c) is an employee or an auditor of the Company or shareholder who has control of the Company, or other legal person or entity controlled by a shareholder who has control of the Company.
- d) is spouse or first degree relative with one of the individuals mentioned in the above cases.

The appointment and revocation of a representative to participate in the General Meeting shall be in writing and communicated to the Company in writing, at the head offices of the company (Industrial SERRES, GR 62121 - Municipal Section Lefkonas, Municipality of Serres, Shareholder Services Department) at least three (3) days before the date of the General Meeting and the authorization form is available on the website [www.dromeas.gr](http://www.dromeas.gr).

In the absence of statutory provision, the Company does not accept electronic notifications of the appointment and removal of the agents as well as is not possible to participate and vote at General Meetings by electronic means or by distance. The recipient shareholder is required to ensure the confirmation of successful delivery of the form appointing representatives and of the receipt by the Company by calling the phone number 00302321099271.

**C) Minority shareholders in accordance with paragraphs 2, 2a, 4 and 5 of Article 39 of Law 2190/1920 as applicable.**

At the request of shareholders representing 1 / 20 of the paid up share capital the Board is obliged to include in the agenda any additional subjects. The relative request must reach the Board at least 15 days before the General Meeting, ie until 12 June 2011 and be accompanied by a justification or a draft decision for approval by the General Meeting. The revised agenda is made public in the same way as the previous agenda, thirteen (13) days before the date of the General Meeting, and at the same time is made available to shareholders in the company's website, along with a justification or a draft decision submitted by the shareholders as provided in Article 27 paragraph 3 of Law 2190/1920.

At the request of shareholders representing 1 / 20 of the paid up share capital the Board shall make available to shareholders six (6) days before the date of the General Meeting a draft resolutions for items included in the initial or revised agenda provision. The request must reach the Board seven (7) days before the date of the General Meeting, which runs until 20-6 - 2011. At the request of any shareholder who submitted to the Company five (5) full days before the General Meeting, ie until June 21, 2011 the Board must provide to the General Meeting the requested specific information regarding the affairs of the Company to the extent they are useful for the assessment of the topics of the daily agenda.

Obligation to provide information does not exist when the relevant information is available on the company website.

At the request of shareholders representing 1 / 5 of the paid up share capital, which is presented to the Company within the period of the previous paragraph, the Board must provide to the General Meeting information on the state of corporate affairs and the situation of assets of the company. The Board may refuse to provide information due to substantial cause, which is recorded in the minutes. In all the above mentioned cases the requesting shareholders must prove their shareholder status and number of shares held in the exercise of their right. Such evidence is also supported by an attestation from the organization which records the relevant securities or the certification of the shareholder status through online entity and Company.

#### **D) Available Documents**

The full text of draft resolutions and any documents referred to in the provision of Article 27 paragraph 3 c. c and d of CL 2190/1920 is available in hard copy at the offices of the Company in Industrial SERRES, GR 62121 - Municipal Section of the Municipality of Serres Lefkonas

#### **E) Available Information**

Information about the 3rd Article 27 of Law 2190/1920, as applicable, will be available on the website [www.dromeas.gr](http://www.dromeas.gr).

*SERRES 27/05/2011*

***The Board of Directors.***